EXHIBIT 2

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Job Code $\underline{1530}$ Grade $\underline{10}$

Title Branch Manager FLSA Exempt

Reports To Commercial Branch Manager, Sr. Branch Manager, or Retail Regional Sales Manager

DivisionRetail BankingLast RevisionMarch 2013IncumbentMultipleReviewed ByM. Biersbach

Basic Function

The Branch Manager is responsible for overall profitability by directing sales and business development, meeting operational objectives and ensuring the branch achieves its annual goals. Management and leadership duties include: employee development and engagement, ongoing coaching, and performance management. Branch Managers are responsible for building the bank's presence in the community and for prospecting and enhancing business relationships.

Branch Managers serve as a proactive team members in the M&T Branch system. Branch Managers are the foundation of building customer loyalty through both modeling and coaching the "M&T Way," and are "M&T Way" certified.

The "M&T Way" is defined as:

- * Create a memorable customer experience that will make customers want to come back and do business with YOU!
- * Do not leave things to chance.
- * Be the BEST!

As certified in "Precision Leadership," Branch Managers actively model and coach the following behaviors (as expected by all Branch team members): acknowledging each customer as they enter the branch, identifying and referring sales opportunities by uncovering financial needs and presenting all options to customers, and following up as needed.

Branch Manager relationship banking responsibilities also include: achieving personal sales goals, fluently profiling customers to identify financial needs (across all product and service lines), managing a retail and/or commercial portfolio, resolving complex service issues, adhering to the requirements of federal registration under the SAFE Act, serving as both a fully Licensed Financial Representative (FINRA and Insurance licensed), and an M&T Business Banking Specialist (independently able to process all loan paperwork up to \$100,000).

In addition, Branch Managers also ensure the operational requirements set for risk are maintained.

Essential Position Responsibilities

LEADERSHIP

Build and develop branch sales staff by recruiting, hiring, mentoring and, using the performance management system, coaching staff to exceed their annual performance objectives.

Provide ongoing guidance and training to branch personnel on platform sales/profiling skills, operating problems, handling of exceptions and adjustments.

Direct staffing and administrative functions including: performance appraisals, annual performance objectives (APO's), promotions, salary recommendations, handling complex employee issues (including terminations).

Consistently re-enforce and model partnership with Teller and Platform staff, to ensure a positive,

1530 Branch Mänager

productive employee and customer experience.

RELATIONSHIP BANKING

Lead and support the branch in achieving its customer retention, acquisition and growth goals. Support will include: achieving personal sales goals (including Investment/Insurance revenue and Business Banking), proactively reaching out to customers in assigned retail and/or commercial portfolio, as well as participating and leading branch sales promotions, tracking and celebrating sales success.

Achieve personal sales goals by proactively identifying opportunities utilizing the fundamentals of the "M&T Way" sales process. Identify financial needs and present all appropriate options, working cooperatively with appropriate business partners.

Develop existing business client relationships through regular "pre-set" calling activities, and prospect new business relationships by actively networking and engaging in community involvement.

Independently process all Business Banking loan requests up to \$100,000.

Proactively bundle products and services as appropriate.

Build new customer relationships by proactively "on-boarding" through frequent interactions during the first 90 days of the relationship.

CUSTOMER EXPERIENCE

Provides leadership around the customer experience.

Ensures a consistent, high level of service by coaching and modeling the "M&T Way" - which includes: memorable customer service, proactively greeting customers by saying "Welcome to M&T Bank! – What brings you in today?," smiling, using their name and ending each interaction (both in person or phone) by saying "Thank you for banking with M&T, is there anything else I can do for you today (customer name)?" Maintain a professional manner to build customer confidence and trust.

Take ownership of complex account servicing and error resolution issues, including those escalated by other Bankers. Provide coaching and guidance to Assistant Branch Manager or second level Manager around complex issues that are escalated to improve and reduce future problem resolution/escalations.

Follow-up with issues as required, and convert servicing situations in sales/referral opportunities.

Project a positive image of M&T Bank, consistent with the M&T Way, within the community through active involvement in local organizations.

OPERATIONAL EXCELLENCE

Follow consumer and business banking guidelines for accuracy and proper new account handling, ongoing maintenance/management, and exception processing and pricing.

Ensure compliance with operational, security and control policies/procedures, preventing fraud and protecting customer assets.

Develop and maintain a positive, productive partnership with the Regional Operations Coordinator, ensuring proper awareness of how the Branch is performing against the Bank's operating and compliance standards.

EMPLOYEE ENGAGEMENT

Positively demonstrate leadership and teamwork by proactively assisting other branch colleagues when needed as well as actively participating and contributing during Branch Team meetings.

Coach branch team on quality referral generation (based on Insurance/Investment and/or Business Banking Specialist designation).

Lead the impact planning process with the branch team, and ensure effective delivery and follow up. Consult with HR Business Partner as needed to for impact planning guidance or ideas.

In order to assist the branch team or region, additional projects/duties may be assigned as needed...

Nature and Scope

Branch Manager leadership responsibilities typically are one of the following: Multi-site Branch, Tier 1, 2, or 3 Branch, or 2nd level Manager at a tier 4 or 5 Branch.

This position reports to a Retail Regional Manager, Commercial Branch Manager, or Senior Branch Manager and leads the branch team to achieve annual sales and profitability goals, and has a sound working knowledge of the overall operations of the branch.

Branch Managers have the responsibility to establish and maintain federal registration requirements outlined in the SAFE Act.

Branch Managers must stay current on operational, product, and system changes/enhancements, as well as demonstrate good risk management decisions. In addition, Insurance/Investment licensing minimum expectations must be maintained as outlined in MTS Licensed Banker Academy document. Business Banking Specialist minimum expectations will be set by both the Branch and Retail Regional Manager.

Branch Managers will typically spend some of their time servicing existing customers, and the majority of the time growing the business through proactive sales and outside calling activities.

Branch Managers are responsible for building productive partnerships with appropriate areas of the bank to ensure customer needs, service issues, and employee issues are resolved timely and accurately. Branch Managers are responsible for taking "full ownership" of customer issues until they are completely resolved.

Supervisory Responsibility

Branch Managers generally have direct reporting responsibility for branch staff.

Basic Qualifications

Bachelor's degree or, in lieu of degree, four (4) years' relevant experience.

Minimum three years sales experience

Minimum two years' managerial experience or proven leadership abilities.

Licensed Financial Representative (FINRA and Life/Health Insurance licensing required within 18 months of hire. Note: branch provides training for licensing within 6 months).

M&T Business Banking Specialist within 18 months of hire.

Preferred Qualifications

Demonstrated strong knowledge of Business Banking products, services and client relationship management.

M&T Way Certified

Precision Leadership Certified

Bi-lingual/Spanish preferred

Technical Skills

Work with common PC software, including knowledge of Microsoft Office software for word processing and spreadsheets.

Experience with Internet and email preferred.

Other Job Information

Demonstrated sales/business development experience and success.

Has fundamental understanding of profitability.

Excellent communication and interpersonal skills.

Proven ability to demonstrate and coach exceptional customer service.

Ability to communicate and function professionally with all levels of personnel and business partners across the organization.

Strong financial services product knowledge preferred.

Strong organization, time management, and prioritization skills.

M&T Bank Position Description

Job Code 1402 Grade Assistant Branch Manager **FLSA** Title Exempt Reports To Commercial Branch Manager, Sr. Branch Manager, or Branch Manager Retail Banking Last Revision Division May 2013 Incumbent Multiple Reviewed By R. Lampka

Basic Function

Responsible for assisting the Branch Manager in administering and directing employee coaching, sales / business development, marketing, and operations of the branch.

Assistant Branch Managers serve as a proactive team member in the M&T Branch system. Assistant Branch Managers are the foundation of building customer loyalty through both modeling and coaching the "M&T Way." Assistant Branch Managers are "M&T Way" certified.

The "M&T Way" is defined as:

- * Create a memorable customer experience that will make customers want to come back and do business with YOU!
- * Do not leave things to chance.
- * Be the BEST!

Assistant Branch Managers play an integral role in achieving branch goals. This is done by both coaching and modeling the following behaviors: acknowledging each customer as they enter the branch, identifying and referring sales opportunities by uncovering financial needs and presenting all options to customers, and following up as needed.

Assistant Branch Manager duties also include: fluently profiling customers to identify financial needs (across all product and service lines), managing an A/B customer portfolio, resolving service issues, adhering to the requirements of federal registration under the SAFE Act, serving as a fully Licensed Financial Representative (FINRA and Insurance licensed.

In addition, Assistant Managers also ensure the operational requirements set for risk are maintained.

Essential Position Responsibilities

LEADERSHIP

Supervise all branch operations in absence of Branch Manager.

Assist branch management regarding new hires, including training and coaching as necessary.

Confer with the Branch Manager regarding new hires, resolving personnel problems, including: hiring, scheduling of employment hours, monitor expenses and performance ratings.

Write and deliver performance appraisals or provide input to Branch Manager.

Provide ongoing guidance and training to branch personnel on operating/platform problems, handling of exceptions, adjustments, and sales.

Ensure efficiency and compliance with operational and security policies.

RELATIONSHIP BANKING

Achieve personal sales goals by proactively identifying opportunities utilizing the fundamentals of the "M&T Way" sales process. Identify financial needs and present all appropriate options working cooperatively with appropriate business partners.

Proactively bundle products and services as appropriate.

Build new customer relationships by proactively "on-boarding" through frequent interactions during the first 90 days of the relationship.

Support and lead branch in achieving its customer retention, acquisition and growth goals. Support will include achieving personal sales goals (including Investment/Insurance revenue), proactively reaching out to customers in assigned A/B customer portfolio, as well as participating and leading branch sales promotions.

CUSTOMER EXPERIENCE

Provides leadership around the customer experience.

Ensures a consistent, high level of service and role models the "M&T Way" - which includes: memorable customer service, proactively greeting customers by saying "Welcome to M&T Bank! - What brings you in today?," smiling, using their name and ending each interaction (both in person or phone) by saying "Thank you for banking with M&T, is there anything else I can do for you today (customer name)?" Maintain a professional manner to build customer confidence and trust.

Take ownership of account servicing and error resolution, including resolving routine customer problems and taking complete ownership of more complex issues escalated by other Bankers.

Follow-up with issues as required, and convert servicing situations in sales/referral opportunities.

Project a positive image of M&T Bank, consistent with the M&T Way, within the community through involvement in local organizations.

OPERATIONAL EXCELLENCE

Follow consumer and business banking guidelines for accuracy and proper new account handling, ongoing maintenance/management, and exception processing and pricing.

Ensure compliance with operational, security and control policies/procedures, preventing fraud and protecting customer assets.

Develop and maintain a productive relationship with the ROC (Regional Operations Coordinator).

EMPLOYEE ENGAGEMENT

Positively demonstrate leadership and teamwork by proactively assisting other branch colleagues when needed as well as actively participating and contributing during Branch Team meetings.

Coach branch team on quality referral generation (based on Insurance/Investment designation).

Actively participate in the impact planning process, providing input to the Branch Manager, and assisting in the delivery of the follow up and results.

In order to assist the branch team, additional duties may be assigned as needed.

Nature and Scope

Assistant Branch Manager supervisory responsibilities typically are one of the following: Multi-site Branch, 2nd level Manager in a Tier 3 or 4 Branch, 2nd or 3rd level Manager in a Tier 5 Branch.

This position reports to the Branch Manager, and has a sound working knowledge of the Branch Manager's responsibilities in order to act as back-up during the manager's absence.

Assistant Branch Managers have the responsibility to establish and maintain federal registration requirements outlined in the SAFE Act

Assistant Branch Managers must stay current on operational, product, and system changes/enhancements, as well as demonstrate good risk management decisions. In addition, Insurance/Investment licensing minimum expectations must be maintained as outlined in MTS Licensed Banker Academy document. Assistant Branch Managers will typically spend some of their time servicing existing customers, and the majority of the time growing the business through proactive sales activities.

Assistant Branch Managers are key drivers to assist the branch team achieve annual sales and profitability goals.

Assistant Branch Managers are responsible for building productive partnerships with appropriate areas of the bank to ensure customer needs, service issues, and employee issues are resolved timely and accurately. Assistant Branch Managers are responsible for taking "full ownership" of customer issues until they are completely resolved

Supervisory Responsibility

May have direct or indirect reporting responsibility for branch staff.

Basic Qualifications

Associate's degree or, in lieu of degree, two (2) years' relevant experience.

Minimum two years sales experience

Minimum one years managerial experience or proven leadership abilities.

Licensed Financial Representative (FINRA (Series 6 and 63) and Life/Health Insurance licensing required within 18 months of hire. Note: branch provides training for licensing within 6 months).

Preferred Qualifications

M&T Way Certified

Precision Leadership Certified

Bi-lingual/Spanish preferred

M&T Business Banking Specialist within 18 months of hire

Technical Skills

Work with common PC software, including knowledge of Microsoft Office software for word processing and spreadsheets.

Experience with Internet and email preferred.

Other Job Information

Demonstrated sales/business development experience and success.

Has fundamental understanding of profitability.

Excellent communication and interpersonal skills.

Proven ability to demonstrate exceptional customer service.

Ability to communicate and function professionally with all levels of personnel and business partners across the organization.

Strong organization, time management, and prioritization skills.

M&TBank Position Description

Job Code <u>1417</u> Grade <u>10</u>

Title M&T at Work Specialist FLSA Exempt

Reports To M&T at Work Sales Manager

Division Retail Banking Last Revision 03.2007
Incumbent Multiple Reviewed By A.Frueh

Basic Function

Expand the reach of the branch via outbound sales, drive and retain new M&T Bank households. Call on existing client companies as well as prospect new business clients through the M&T at Work program. Acquire new households and generate referrals to appropriate business segments.

Essential Position Responsibilities

Manage a portfolio of M&T at Work client companies to acquire new households to the bank as well as provide quality referrals to appropriate business segments.

Present M&T at Work Financial Education Seminars to senior-level employees, middle management employees, as well as non-exempt employees at M&T at Work enrolled companies.

Achieve monthly and annual M&T at Work production targets by branch. Although M&T at Work Specialists will not open accounts, they are responsible for the production goals assigned to the branches in their area.

Coach, train and influence branch staff and business partners to deliver the M&T at Work Program with the vision of the ocmplete program – beyond the scope of one unit's business objectives:

Dimension opportunity and develop a business plan to enroll new companies.

Deepen existing program participation and increase revenue growth within each branch.

Provide effective relationship management for existing M&T at Work companies by conducting business reviews, introducing new proudcts, leveraging product promotions and selling additional program features.

Enroll new companies by presenting the M&T at Work sales proposal and designing/implementing 12-month sales plans.

Effectively implement and manage client relationship process that delivers quality and results in satisfaction.

Identify qualified resouces by branch to represent M&T Bank at the company's worksite (seminar speakers, onsite enrollments).

Serve as a champion of established sales processes and assist Branch Managers, Assistant Branch Managers, Select Bankers, and BSA's in proven sales techniques.

Develop strong business relationships with Commercial Lenders, Business Bankers, Branch Managers, and other colleagues with where trust, accountability, dependability and professionalism is the foundation.

Ensure that direct deposit of payroll into an M&T Bank checking account is maintained as a key business driver of M&T at Work.

Establish and communicate specific, measurable performance standards and goals for each branch team member and work with Branch Managers to monitor progress towards meeting agreed upon production goals and performance standards.

Ensure that effective and purposeful Financial Eduation Seminars are conducted at the worksite.

Understand the PACE account opening process to ensure that accounts are properly identified as M&T at Work.

Nature and Scope

The M&T at Work Specialist is the face of M&T at Work to client companies, branch teams, and all business segments. It is important that Specialists have a detailed understanding of the bank, its offerings and its infrastructure in a way that provides quality leads to appropriate business segments based on client needs.

Interface with Branch Teams, Financial Consultants, Mortgage Originators, Business Banking Officers, Commercial Banking RM's, Regional Presidents and others, to ensure ongoing and appropriate communication to support overall business objectives.

Externally, the Specialist will call on larger companies (50+ employees, \$5mm in sales) and meet with HR Directors, CEO's, and other senior management--decision makers for the company. They will routinely make presentations to management as well as the employee base of the company.

Initially, due to system constraints, the M&T at Work program will in large part, be evaluated by household growth. We are also prepared to measure account quality, cross-sell, profitability, and client tenure. It is our intention that as soon as systematically possible (12-24 months), we plan to measure results/success of referrals made.

Supervisory Responsibility

None

Basic Qualifications

B.A./B.S. in business (preferred)

Min. of 5 years sales experience

Proven ability to deliver sales results

Demonstrated history of successful sales experience

Strong Presentation Skills

Prior management experience preferred

Banking or Financial Services experience preferred.

Preferred Securities Licenses: L/H, Series 6, Series 63

Technical Skills

Proficient in MS Word, Excel, and PowerPoint

Other Job Information

New relationship acquisition, relationship building, and sales management skills

Demonstrate track record of delivering results

Process/project management skills

Ability to motivate and influence others

Results orientation

Excellent problem solving skills

Strong analytical skills

Strong organizational skills

Abilty to handle complexity and balance multiple priorities

Excellent relationship building skills

Abilty to be a proactive spokesperson for the company

Team Participation

High Energy

Maturity/self-development

Open and willing learner

▲ M&T Bank Position Description

Job Code 0230 Grade 10

Title BSA Compliance Specialist I FLSA Exempt

Reports To BSA Senior Compliance Officer (or BSA – Compliance Specialist II)

Division Legal Last Revision March 07

Incumbent Multiple Reviewed By J. Felton

Basic Function

Responsible for assisting the Senior Compliance Officer in managing, supporting and providing expertise within M&T Bank Corporation, in order to ensure adherence to State and Federal regulatory compliance regarding the Bank Secrecy Act, USA PATRIOT Act and OFAC. Interacts with business unit compliance personnel to ensure compliance with laws and regulations.

Essential Position Responsibilities

- (a) <u>Legal & Regulatory Risk Management</u>. Assesses and mitigates the risks associated with suspicious activity identification and reporting and Office of Foreign Assets Control Compliance throughout M&T Bank Corporation to ensure compliance with Federal and State laws and regulations and to minimize penalties and reputational losses.
- (b) <u>Legal & Regulatory Identification & Communication</u>. Remains current on legal and regulatory requirements in cooperation with Counsel's Office, as applicable.
- (c) <u>Compliance Policies & Control Procedures</u>. Implements internal policies and control procedures with a thorough knowledge and understanding of guidance, laws and regulations. Makes recommendations to improve policies and procedures to maximize departmental resources.
- (d) <u>Training Plans</u>. Assists the Senior Compliance Officer in overseeing the development of bank-wide curriculum and training materials for all M&T Bank Corporation employees. Also, administers specialized training presentations to business units that provide products and services that pose inherently high BSA/ AML/ OFAC risk.
- (e) <u>Suspicious Activity Identification and Reporting</u>. Detects, monitors, analyzes and reports suspicious activity with respect to money laundering and terrorist financing. Monitors complex customer activity in order to ensure that M&T is not doing business with persons involved in money laundering or terrorist financing or with prohibited persons or entities designed by OFAC and other law enforcement agencies.
- (f) Responsible for performing tasks in a manner that are compliant with applicable laws and regulations and / or that serve to help the company be in compliance with laws and regulations that apply to the business line the position supports.

Nature and Scope

The position works with supervision of the Senior Compliance Officer and is required to exercise independent judgment, discretion and includes decision-making in lieu of the Assistant Deputy Compliance Officer.

The position has contact with internal departments of M&T Bank Corporation and its subsidiaries.

The position involves establishing and maintaining relationships with external contacts including but not limited to members of various law enforcement agencies.

Supervisory Responsibility

None

Basic Qualifications

Bachelors' degree or the equivalent in work experience with 3+ years experience in an audit or risk management function, 4+ years experience in a compliance related position, or 6+ years banking experience. Management or supervisor experience preferred.

Technical Skills

Proficient personal computer skills to include spreadsheet, word-processing, database systems and other software utilized by the department.

Excellent written, verbal communication and presentation skills.

Strong understanding of bank wide systems, M&T Bank operations and systematic functionality.

Strong analytical abilities and problem solving skills.

Must possess a strong ability to use expert resources, including the Internet.

Exceptional ability to multi-task and prioritize projects.

Ability to read and understand Federal and State guidance, laws and regulations.

Ability to coordinate and work collaboratively with internal and external contacts on a daily basis.

Strong ability to identify efforts that will improve organizational efficiency.

Other Job Information

Record of achieving results in self and in fellow team members.

Must have knowledge and experience to anticipate, identify and resolve problems.

Must possess self-motivation and organizational skills.

Knowledge of the organization's operations, systems and practices within business units.